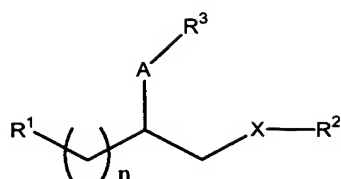


What is claimed is:

1. A compound of the Formula I:



Formula I

wherein

n is 1 or 2;

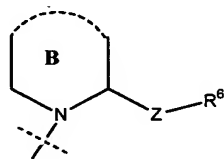
- 10 A is a divalent $-\text{CH}=\text{CH}-$, $-(\text{C}_1\text{-C}_7\text{-alkyl})-\text{Y}-$, $-\text{NR}^d(\text{CH}_2)_t-\text{Y}-$, $-\text{Y}-(\text{C}_1\text{-C}_7\text{-alkyl})-$, $-\text{Y}-(\text{C}_1\text{-C}_7\text{-alkyl})-$, $-\text{Y}-\text{NH}-$, $-\text{Y}-\text{NR}^d(\text{C}_1\text{-C}_6\text{-alkyl})-$, $-\text{S}-$, $-\text{S}(\text{O})_2-$, $-\text{O}-\text{Y}-$, $-\text{Y}-\text{O}-$, $-\text{Y}-\text{S}-$, or $-\text{S}-\text{Y}-$, wherein R^d is H or $\text{C}_1\text{-C}_6$ alkyl, t is an integer from 0 to 5, Y is $\text{C}(\text{O})$, $\text{C}(\text{S})$, $\text{S}(\text{O})$, $\text{S}(\text{O})_2$, or a bond;

X is a direct bond, CH_2 , CF_2 , O, S, NH, $\text{C}(\text{O})$, or $\text{C}(\text{S})$;

- 15 R^1 is a $\text{C}_3\text{-C}_{10}$ cycloalkyl, 4-10 membered heterocycloalkyl, $\text{C}_6\text{-C}_{10}$ aryl, or 4-10 membered heteroaryl group, wherein R^1 is unsubstituted or substituted with 1 to 4 R^{10} groups;

R^2 is $-\text{S}(\text{O})_2\text{OH}$, $-\text{S}(\text{O})_2\text{NR}^d\text{R}^e$, or $-\text{P}(\text{O})(\text{OR}^4)_2$, wherein R^4 is an H, $\text{C}_1\text{-C}_{10}$ -alkyl, $\text{C}_6\text{-C}_{10}$ aryl, or $-\text{CH}_2\text{-O-C}(\text{O})\text{R}^e\text{CH}_3$ group, R^d and R^e are each independently an H or $\text{C}_1\text{-C}_6$ alkyl group, and R^4 is unsubstituted or substituted with 1 to 4 R^{10} groups; and

- 20 R^3 is OH, $\text{C}_1\text{-C}_7$ -alkyl, $\text{C}_1\text{-C}_7$ -alkoxyl, $\text{C}_6\text{-C}_{10}$ aryl, 4-10 membered heteroaryl, $\text{C}_3\text{-C}_{10}$ cycloalkyl, 3-10 membered heterocycloalkyl, $-\text{NH}(\text{R}^5)$, or $-\text{N}(\text{R}^5)_2$ group, wherein R^5 is independently selected from H, $\text{C}_1\text{-C}_7$ alkyl, $\text{C}_6\text{-C}_{10}$ aryl, or



- 25 wherein ring B is a 5- or 6-membered heterocycloalkyl group, Z is a divalent $\text{C}(\text{O})\text{Z}'$, heteroaryl or heterocycloalkyl group wherein Z' is a divalent O, S, NH, $\text{N}(\text{CH}_3)$, CO_2 , or CH_2 , and R^6 is H, $\text{C}_1\text{-C}_{10}$ alkyl, aryl, $\text{C}_1\text{-C}_6$ alkyl-aryl, or arylalkyl group, wherein R^3 , R^5 , B and R^6 are unsubstituted or substituted with 1 to 4 R^{10} groups;

- 30 wherein each R^{10} is independently selected from halo, amino, $=\text{O}$, $=\text{S}$, $=\text{NH}$, cyano, nitro, hydroxyl, $-\text{SH}$, haloalkyl, 2-10 membered heteroalkyl, $\text{C}_1\text{-C}_6$ alkoxy, $\text{C}_1\text{-C}_{10}$ alkyl, $\text{C}_2\text{-C}_6$ alkenyl, $\text{C}_2\text{-C}_6$ alkynyl, $-\text{C}(\text{O})_j\text{R}^a$, $-\text{OC}(\text{O})_j\text{R}^d$, $-\text{OC}(\text{O})\text{OC}(\text{O})\text{R}^d$, $-\text{OOH}$, $-\text{C}(\text{NR}^d)\text{NR}^b\text{R}^c$, $-\text{NR}^d\text{C}(\text{NR}^e)\text{NR}^b\text{R}^c$,

$-\text{NR}^d\text{C}(\text{O})_j\text{R}^b$, $-\text{C}(\text{O})\text{NR}^b\text{R}^c$, $-\text{C}(\text{O})\text{NR}^d\text{COR}^b$, $-\text{OC}(\text{O})\text{NR}^b\text{R}^c$, $-\text{NR}^b\text{R}^c$, $-\text{NR}^d\text{OR}^c$, $-\text{C}(\text{S})\text{NR}^b\text{R}^c$,
 $-\text{NR}^d\text{C}(\text{S})\text{NR}^b\text{R}^c$, $-\text{NR}^d\text{C}(\text{O})\text{NR}^b\text{R}^c$, $-\text{OSH}$, $-\text{S}(\text{O})_j\text{R}^b$, $-\text{OS}(\text{O})_j\text{R}^b$, $-\text{SC}(\text{O})\text{R}^b$, $-\text{S}(\text{O})_j\text{C}(\text{O})\text{OR}^b$,
 $-\text{SCOR}^d$, $-\text{NR}^d\text{SR}^c$, $-\text{SR}^b$, $-\text{NHS}(\text{O})_j\text{R}^b$, $-\text{COSR}^b$, $-\text{C}(\text{O})\text{S}(\text{O})_j\text{R}^b$, $-\text{CSR}^b$, $-\text{CS}(\text{O})_j\text{R}^b$, $-\text{C}(\text{SO})\text{OH}$,
 $-\text{C}(\text{SO})_2\text{OH}$, $-\text{NR}^d\text{C}(\text{S})\text{R}^c$, $-\text{OC}(\text{S})\text{R}^b$, $-\text{OC}(\text{S})\text{OH}$, $-\text{OC}(\text{SO})_2\text{R}^b$, $-\text{S}(\text{O})_j\text{NR}^b\text{R}^c$, $-\text{SNR}^b\text{R}^c$,
5 $-\text{S}(\text{O})\text{NR}^b\text{R}^c$, $-\text{NR}^d\text{CS}(\text{O})_j\text{R}^c$, $-\text{C}(\text{O})_j(\text{CH}_2)_t\text{NR}^d$ -(4-10 membered heteroaryl), $-\text{C}(\text{O})_j(\text{CH}_2)_t\text{NR}^d$ -(4-10
membered heterocycloalkyl), $-(\text{CR}^d\text{R}^e)_t\text{CN}$, $-(\text{CR}^d\text{R}^e)_t(\text{C}_3\text{-C}_{10}\text{ cycloalkyl})$, $-(\text{CR}^d\text{R}^e)_t(\text{C}_6\text{-C}_{10}\text{ aryl})$,
 $-(\text{CR}^d\text{R}^e)_t$ -(4-10 membered heterocycloalkyl), $-(\text{CR}^d\text{R}^e)_t$ -(4-10 membered heteroaryl),
 $-(\text{CR}^d\text{R}^e)_q\text{C}(\text{O})(\text{CR}^d\text{R}^e)_t(\text{C}_3\text{-C}_{10}\text{ cycloalkyl})$, $-(\text{CR}^d\text{R}^e)_q\text{C}(\text{O})(\text{CR}^d\text{R}^e)_t(\text{C}_6\text{-C}_{10}\text{ aryl})$,
 $-(\text{CR}^d\text{R}^e)_q\text{C}(\text{O})(\text{CR}^d\text{R}^e)_t$ -(4-10 membered heterocycloalkyl), $-(\text{CR}^d\text{R}^e)_q\text{C}(\text{O})(\text{CR}^d\text{R}^e)_t$ -(4-10
10 membered heteroaryl), $-(\text{CR}^d\text{R}^e)_t\text{O}(\text{CR}^d\text{R}^e)_q(\text{C}_3\text{-C}_{10}\text{ cycloalkyl})$, $-(\text{CR}^d\text{R}^e)_t\text{O}(\text{CR}^d\text{R}^e)_q(\text{C}_6\text{-C}_{10}\text{ aryl})$,
 $-(\text{CR}^d\text{R}^e)_t\text{O}(\text{CR}^d\text{R}^e)_q$ -(4-10 membered heterocycloalkyl), $-(\text{CR}^d\text{R}^e)_t\text{O}(\text{CR}^d\text{R}^e)_q$ -(4-10 membered
heteroaryl), $-(\text{CR}^d\text{R}^e)_q\text{SO}_2(\text{CR}^d\text{R}^e)_t(\text{C}_3\text{-C}_{10}\text{ cycloalkyl})$, $-(\text{CR}^d\text{R}^e)_q\text{SO}_2(\text{CR}^d\text{R}^e)_t(\text{C}_6\text{-C}_{10}\text{ aryl})$,
 $-(\text{CR}^d\text{R}^e)_q\text{SO}_2(\text{CR}^d\text{R}^e)_t$ -(4-10 membered heterocycloalkyl), and $-(\text{CR}^d\text{R}^e)_q\text{SO}_2(\text{CR}^d\text{R}^e)_t$ -(4-10
membered heteroaryl), wherein R^a is selected from the group consisting of halo, hydroxyl,
15 $-\text{NR}^d\text{R}^e$, $\text{C}_1\text{-C}_{10}$ alkyl, haloalkyl, $\text{C}_1\text{-C}_6$ alkoxy, R^b and R^c are independently selected from H, $\text{C}_1\text{-C}_{10}$
alkyl, $-(\text{CR}^d\text{R}^e)_t(\text{C}_3\text{-C}_{10}\text{ cycloalkyl})$, $-(\text{CR}^d\text{R}^e)_t(\text{C}_6\text{-C}_{10}\text{ aryl})$, $-(\text{CR}^d\text{R}^e)_t$ -(4-10 membered
heterocycloalkyl), and $-(\text{CR}^d\text{R}^e)_t$ -(4-10 membered heteroaryl), R^d and R^e are independently H or
 $\text{C}_1\text{-C}_6$ alkyl, j is an integer from 0 to 2, q and t are each independently an integer from 0 to 5, and
20 1 or 2 ring carbon atoms of the cyclic moieties of the foregoing R^{10} groups are unsubstituted or
substituted with $=\text{O}$, and the alkyl, alkenyl, alkynyl, aryl and cyclic moieties of the foregoing R^{10}
groups are unsubstituted or substituted with 1 to 3 substituents independently selected from halo,
 $=\text{O}$, cyano, nitro, $-(\text{CR}^d\text{R}^e)_t\text{CN}$, haloalkyl, 2-10 membered heteroalkyl, $-\text{OR}^b$, $-\text{C}(\text{O})_j\text{R}^b$,
 $-\text{NR}^d\text{C}(\text{O})\text{R}^b$, $-\text{C}(\text{O})\text{NR}^b\text{R}^c$, $-\text{NR}^b\text{R}^c$, $-\text{NR}^b\text{OR}^c$, $-\text{NR}^d\text{C}(\text{O})_j\text{NR}^b\text{R}^c$, $-\text{NR}^d\text{C}(\text{O})_j\text{R}^b\text{R}^c$, $-\text{OC}(\text{O})_j\text{R}^b$,
 $-\text{OC}(\text{O})\text{NR}^b\text{R}^c$, $-\text{SR}^d$, $\text{C}_1\text{-C}_{10}$ alkyl, $\text{C}_2\text{-C}_6$ alkenyl, $\text{C}_2\text{-C}_6$ alkynyl, $-(\text{CR}^d\text{R}^e)_t(\text{C}_3\text{-C}_{10}\text{ cycloalkyl})$,
25 $-(\text{CR}^d\text{R}^e)_t(\text{C}_6\text{-C}_{10}\text{ aryl})$, $-(\text{CR}^d\text{R}^e)_t$ -(4-10 membered heterocycloalkyl), $-(\text{CR}^d\text{R}^e)_t$ -(4-10 membered
heteroaryl), $-(\text{CR}^d\text{R}^e)_t(\text{C}_6\text{-C}_{10}\text{ aryl})$ -($\text{C}_1\text{-C}_6$ alkyl); wherein t , R^b , R^c , R^d , R^e are as defined above;
or a pharmaceutically acceptable prodrug of said compound, pharmaceutically active
metabolite of said compound, or pharmaceutically acceptable salt of said compound or
metabolite.

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2. A pharmaceutically acceptable salt according to claim 1.

3. A compound or pharmaceutically acceptable salt according to claim 1, wherein:
 n is 1 or 2;

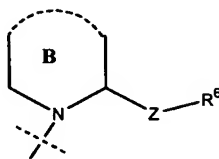
35 A is a divalent $-\text{NH}-\text{Y}-$, $-\text{NR}^d(\text{CH}_2)_t-\text{Y}-$, or $-\text{O}-\text{Y}-$, and Y is $\text{C}(\text{O})$ or $\text{S}(\text{O})_2$;

X is a direct bond, CH_2 , O, or S;

R^1 is a $\text{C}_6\text{-C}_{10}$ aryl or 4-10 membered heteroaryl group unsubstituted or substituted with
1 to 4 R^{10} groups;

40 R^2 is $-\text{S}(\text{O})_2\text{OH}$, or $-\text{P}(\text{O})(\text{OR}^4)_2$, wherein R^4 is an H, $\text{C}_1\text{-C}_{10}$ alkyl, or $\text{C}_6\text{-C}_{10}$ aryl group,
and is unsubstituted or substituted with 1 to 4 R^{10} groups; and

R^3 is a C_6 - C_{10} aryl, 4-10 membered heteroaryl, $-NH(C_6H_5)$, or



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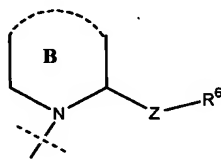
wherein ring B is a 5- or 6-membered heterocycloalkyl group, Z is a divalent $C(O)Z'$, heteroaryl or heterocycloalkyl group wherein Z' is a divalent O, S, NH, $N(CH_3)$, CO_2 , or CH_2 , and R^6 is H or a C_1 - C_{10} alkyl group, wherein R^3 , B, and R^6 is unsubstituted or substituted with 1 to 4 R^{10} groups;

wherein each R^{10} is independently selected from halo, amino, $=O$, $=S$, $=NH$, cyano, nitro, hydroxyl, $-SH$, haloalkyl, 2-10 membered heteroalkyl, C_1 - C_6 alkoxy, C_1 - C_{10} alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, $-C(O)_jR^a$, $-OC(O)_jR^d$, $-OC(O)OC(O)R^d$, $-OOH$, $-C(NR^d)NR^bR^c$, $-NR^dC(NR^e)NR^bR^c$, $-NR^dC(O)_jR^b$, $-C(O)NR^bR^c$, $-C(O)NR^dCOR^b$, $-OC(O)NR^bR^c$, $-NR^bR^c$, $-NR^dOR^c$, $-C(S)NR^bR^c$, $-NR^dC(S)NR^bR^c$, $-NR^dC(O)NR^bR^c$, $-OSH$, $-S(O)_jR^b$, $-OS(O)_jR^b$, $-SC(O)R^b$, $-S(O)_jC(O)OR^b$, $-SCOR^d$, $-NR^dSR^c$, $-SR^b$, $-NHS(O)_jR^b$, $-COSR^b$, $-C(O)S(O)_jR^b$, $-CSR^b$, $-CS(O)_jR^b$, $-C(SO)OH$, $-C(SO)_2OH$, $-NR^dC(S)R^c$, $-OC(S)R^b$, $-OC(S)OH$, $-OC(SO)_2R^b$, $-S(O)_jNR^bR^c$, $-SNR^bR^c$, $-S(O)NR^bR^c$, $-NR^dCS(O)_jR^c$, $-C(O)_j(CH_2)_tNR^d$ -(4-10 membered heteroaryl), $-C(O)_j(CH_2)_tNR^d$ -(4-10 membered heterocycloalkyl), $-(CR^dR^e)_iCN$, $-(CR^dR^e)_i(C_3$ - C_{10} cycloalkyl), $-(CR^dR^e)_i(C_6$ - C_{10} aryl), $-(CR^dR^e)_i$ -(4-10 membered heterocycloalkyl), $-(CR^dR^e)_i$ -(4-10 membered heteroaryl), $-(CR^dR^e)_qC(O)(CR^dR^e)_i(C_3$ - C_{10} cycloalkyl), $-(CR^dR^e)_qC(O)(CR^dR^e)_i(C_6$ - C_{10} aryl), $-(CR^dR^e)_qC(O)(CR^dR^e)_i$ -(4-10 membered heterocycloalkyl), $-(CR^dR^e)_qC(O)(CR^dR^e)_i$ -(4-10 membered heteroaryl), $-(CR^dR^e)_iO(CR^dR^e)_q(C_3$ - C_{10} cycloalkyl), $-(CR^dR^e)_iO(CR^dR^e)_q(C_6$ - C_{10} aryl), $-(CR^dR^e)_iO(CR^dR^e)_q$ -(4-10 membered heterocycloalkyl), $-(CR^dR^e)_iO(CR^dR^e)_q$ -(4-10 membered heteroaryl), $-(CR^dR^e)_qSO_2(CR^dR^e)_i(C_3$ - C_{10} cycloalkyl), $-(CR^dR^e)_qSO_2(CR^dR^e)_i(C_6$ - C_{10} aryl), $-(CR^dR^e)_qSO_2(CR^dR^e)_i$ -(4-10 membered heterocycloalkyl), and $-(CR^dR^e)_qSO_2(CR^dR^e)_i$ -(4-10 membered heteroaryl), wherein R^a is selected from the group consisting of halo, hydroxyl, $-NR^dR^e$, C_1 - C_{10} alkyl, haloalkyl, C_1 - C_6 alkoxy, R^b and R^c are independently selected from H, C_1 - C_{10} alkyl, $-(CR^dR^e)_i(C_3$ - C_{10} cycloalkyl), $-(CR^dR^e)_i(C_6$ - C_{10} aryl), $-(CR^dR^e)_i$ -(4-10 membered heterocycloalkyl), and $-(CR^dR^e)_i$ -(4-10 membered heteroaryl), R^d and R^e are independently H or C_1 - C_6 alkyl, j is an integer from 0 to 2, q and t are each independently an integer from 0 to 5, and 1 or 2 ring carbon atoms of the cyclic moieties of the foregoing R^{10} groups are unsubstituted or substituted with $=O$, and the alkyl, alkenyl, alkynyl, aryl and cyclic moieties of the foregoing R^{10} groups are unsubstituted or substituted with 1 to 3 substituents independently selected from halo, $=O$, cyano, nitro, $-(CR^dR^e)_iCN$, haloalkyl, 2-10 membered heteroalkyl, $-OR^b$, $-C(O)_jR^b$, $-NR^dC(O)R^b$, $-C(O)NR^bR^c$, $-NR^bR^c$, $-NR^bOR^c$, $-NR^dC(O)_jNR^bR^c$, $-NR^dC(O)_jR^bR^c$, $-OC(O)_jR^b$, $-OC(O)NR^bR^c$, $-SR^d$, C_1 - C_{10} alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, $-(CR^dR^e)_i(C_3$ - C_{10} cycloalkyl), $-(CR^dR^e)_i(C_6$ - C_{10} aryl), $-(CR^dR^e)_i$ -(4-10 membered heterocycloalkyl), $-(CR^dR^e)_i$ -(4-10 membered

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heteroaryl), $-(CR^dR^e)_t(C_6-C_{10} \text{ aryl})-(C_1-C_6 \text{ alkyl})$; and wherein t , R^b , R^c , R^d , R^e are as defined above.

4. A compound or pharmaceutically acceptable salt according to claim 3, wherein:
 5 n is 1;
 A is a divalent $-NH-Y-$ or $-O-Y-$, wherein Y is $C(O)$;
 X is a direct bond, CH_2 , or O ;
 R^1 is a C_6-C_{10} aryl group unsubstituted or substituted with 1 to 4 R^{10} groups;
 R^2 is $-P(O)(OR^4)_2$, wherein R^4 is an H, C_1-C_{10} alkyl, or C_6-C_{10} aryl group, and is
 10 unsubstituted or substituted with 1 to 4 R^{10} groups; and
 R^3 is a C_6-C_{10} aryl, 4-10 membered heteroaryl, or



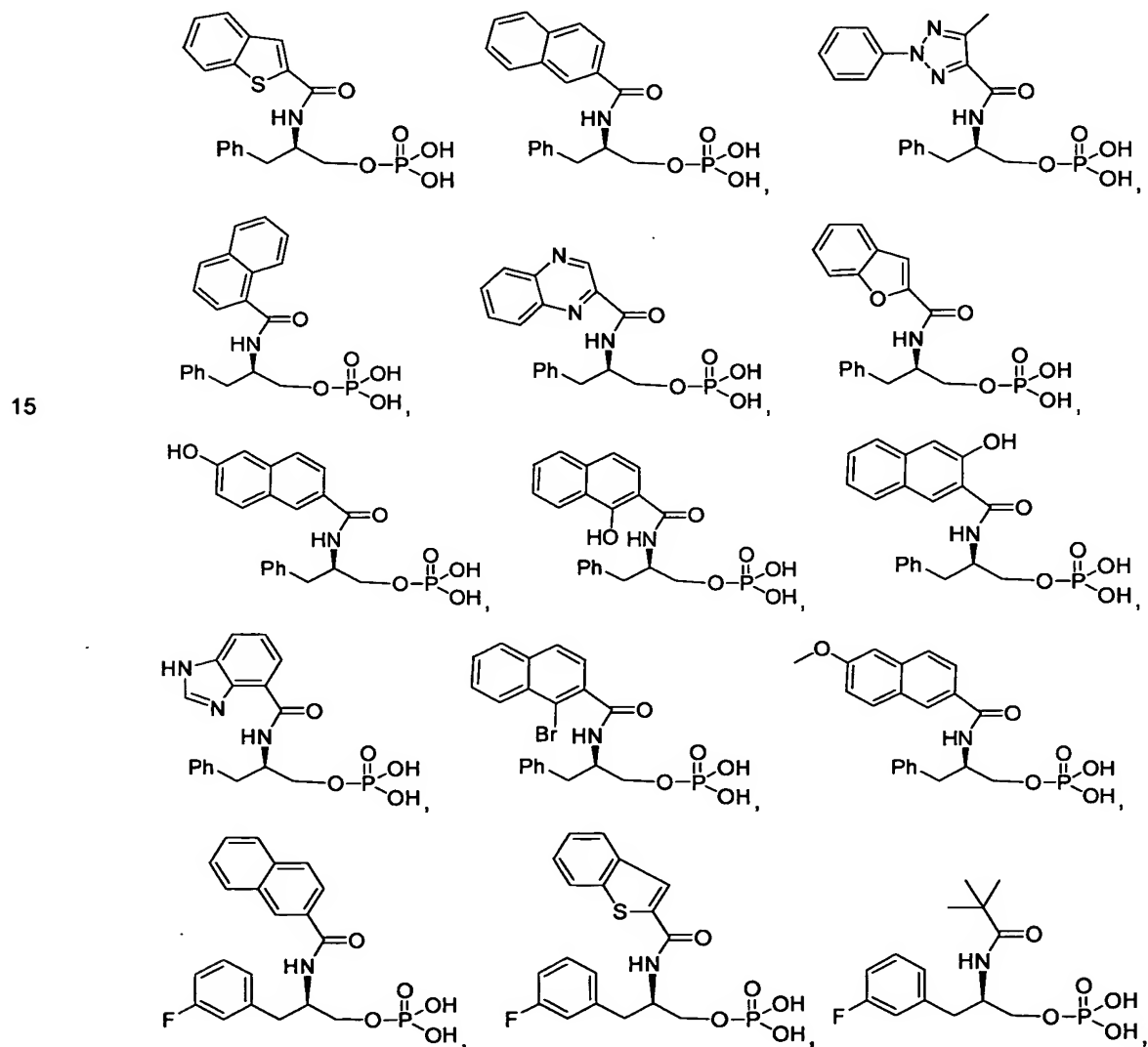
- 15 wherein ring B is an unsubstituted 6-membered heterocycloalkyl, Z a divalent $C(O)Z'$, Z' is a divalent O, S, or CH_2 , and R^6 is a C_1-C_{10} alkyl group, wherein R^3 , B and R^6 are unsubstituted or substituted with 1 to 4 R^{10} groups;
 wherein each R^{10} is independently selected from halo, amino, $=O$, $=S$, $=NH$, cyano, nitro, hydroxyl, $-SH$, haloalkyl, 2-10 membered heteroalkyl, C_1-C_6 alkoxy, C_1-C_{10} alkyl, C_2-C_6 alkenyl,
 20 C_2-C_6 alkynyl, $-C(O)_jR^a$, $-OC(O)_jR^d$, $-OC(O)OC(O)R^d$, $-OOH$, $-C(NR^d)NR^bR^c$, $-NR^dC(NR^e)NR^bR^c$, $-NR^dC(O)_jR^b$, $-C(O)NR^bR^c$, $-C(O)NR^dCOR^b$, $-OC(O)NR^bR^c$, $-NR^bR^c$, $-NR^dOR^c$, $-C(S)NR^bR^c$, $-NR^dC(S)NR^bR^c$, $-NR^dC(O)NR^bR^c$, $-OSH$, $-S(O)_jR^b$, $-OS(O)_jR^b$, $-SC(O)R^b$, $-S(O)_jC(O)OR^b$, $-SCOR^d$, $-NR^dSR^c$, $-SR^b$, $-NHS(O)_jR^b$, $-COSR^b$, $-C(O)S(O)_jR^b$, $-CSR^b$, $-CS(O)_jR^b$, $-C(SO)OH$, $-C(SO)_2OH$, $-NR^dC(S)R^c$, $-OC(S)R^b$, $-OC(S)OH$, $-OC(SO)_2R^b$, $-S(O)_jNR^bR^c$, $-SNR^bR^c$,
 25 $-S(O)NR^bR^c$, $-NR^dCS(O)_jR^c$, $-C(O)_j(CH_2)_tNR^d$ -(4-10 membered heteroaryl), $-C(O)_j(CH_2)_tNR^d$ -(4-10 membered heterocycloalkyl), $-(CR^dR^e)_tCN$, $-(CR^dR^e)_t(C_3-C_{10} \text{ cycloalkyl})$, $-(CR^dR^e)_t(C_6-C_{10} \text{ aryl})$, $-(CR^dR^e)_t$ -(4-10 membered heterocycloalkyl), $-(CR^dR^e)_t$ -(4-10 membered heteroaryl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t(C_3-C_{10} \text{ cycloalkyl})$, $-(CR^dR^e)_qC(O)(CR^dR^e)_t(C_6-C_{10} \text{ aryl})$, $-(CR^dR^e)_qC(O)(CR^dR^e)_t$ -(4-10 membered heterocycloalkyl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t$ -(4-10 membered heteroaryl), $-(CR^dR^e)_tO(CR^dR^e)_q(C_3-C_{10} \text{ cycloalkyl})$, $-(CR^dR^e)_tO(CR^dR^e)_q(C_6-C_{10} \text{ aryl})$, $-(CR^dR^e)_tO(CR^dR^e)_q$ -(4-10 membered heterocycloalkyl), $-(CR^dR^e)_tO(CR^dR^e)_q$ -(4-10 membered heteroaryl), $-(CR^dR^e)_qSO_2(CR^dR^e)_t(C_3-C_{10} \text{ cycloalkyl})$, $-(CR^dR^e)_qSO_2(CR^dR^e)_t(C_6-C_{10} \text{ aryl})$, $-(CR^dR^e)_qSO_2(CR^dR^e)_t$ -(4-10 membered heterocycloalkyl), and $-(CR^dR^e)_qSO_2(CR^dR^e)_t$ -(4-10 membered heteroaryl), wherein R^a is selected from the group consisting of halo, hydroxyl,
 30 $-NR^dR^e$, C_1-C_{10} alkyl, haloalkyl, C_1-C_6 alkoxy, R^b and R^c are independently selected from H, C_1-C_{10} alkyl, $-(CR^dR^e)_t(C_3-C_{10} \text{ cycloalkyl})$, $-(CR^dR^e)_t(C_6-C_{10} \text{ aryl})$, $-(CR^dR^e)_t$ -(4-10 membered heterocycloalkyl), and $-(CR^dR^e)_t$ -(4-10 membered heteroaryl), R^d and R^e are independently H or

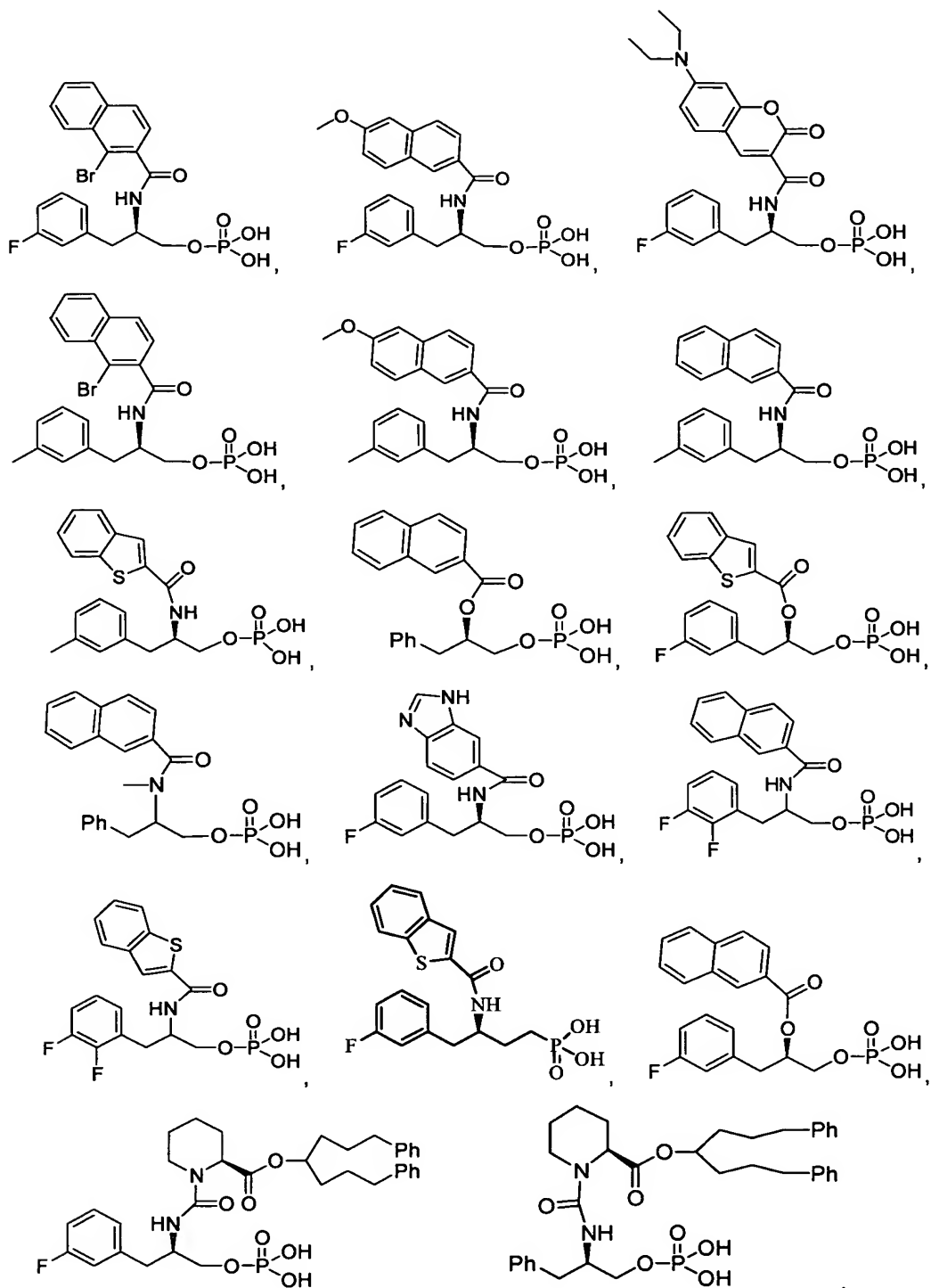
C₁-C₆ alkyl, j is an integer from 0 to 2, q and t are each independently an integer from 0 to 5, and 1 or 2 ring carbon atoms of the cyclic moieties of the foregoing R¹⁰ groups are unsubstituted or substituted with =O, and the alkyl, alkenyl, alkynyl, aryl and cyclic moieties of the foregoing R¹⁰ groups are unsubstituted or substituted with 1 to 3 substituents independently selected from halo, =O, cyano, nitro, -(CR^dR^e)_iCN, haloalkyl, 2-10 membered heteroalkyl, -OR^b, -C(O)_jR^b, -NR^dC(O)R^b, -C(O)NR^bR^c, -NR^bR^c, -NR^bOR^c, -NR^dC(O)_jNR^bR^c, -NR^dC(O)_jR^bR^c, -OC(O)_jR^b, -OC(O)NR^bR^c, -SR^d, C₁-C₁₀ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -(CR^dR^e)_i(C₃-C₁₀ cycloalkyl), -(CR^dR^e)_i(C₆-C₁₀ aryl), -(CR^dR^e)_i(4-10 membered heterocycloalkyl), -(CR^dR^e)_i(4-10 membered heteroaryl), -(CR^dR^e)_i(C₆-C₁₀ aryl)-(C₁-C₆ alkyl); and wherein t, R^b, R^c, R^d, R^e are as defined above.

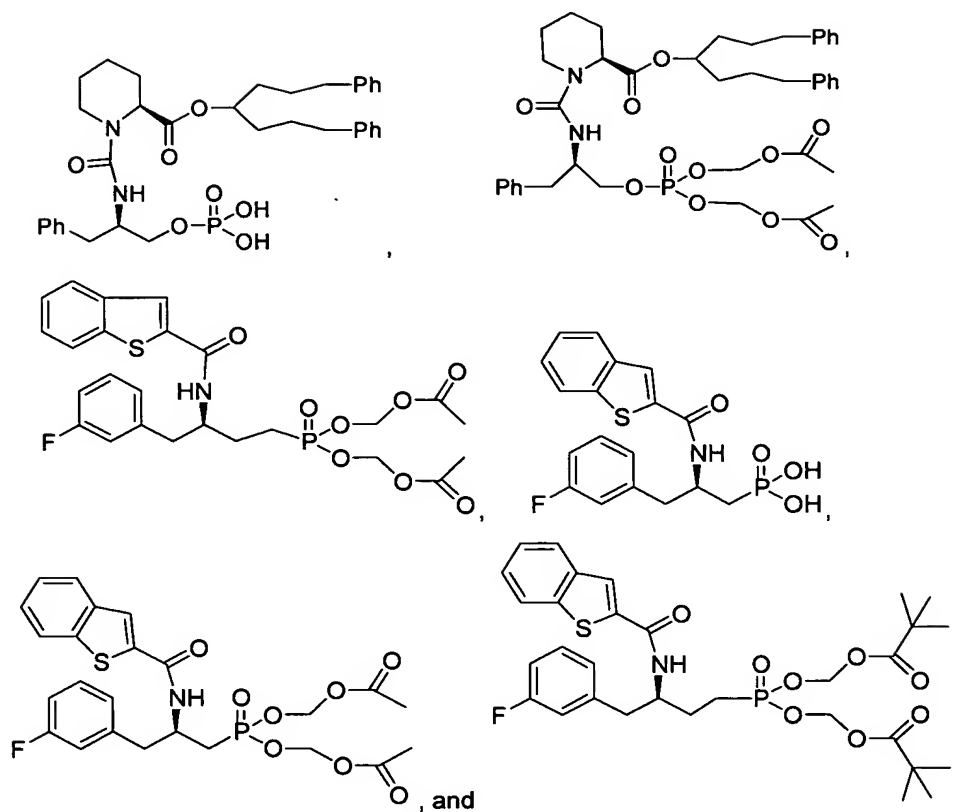
5. A compound or pharmaceutically acceptable salt according to claim 4, wherein:
 n is 1;
 A is -NH-Y- or -O-Y-, wherein Y is C(O);
 X is a direct bond, CH₂, or O;
 R¹ is a C₆-C₁₀ aryl group unsubstituted or substituted with 1 to 4 R¹⁰ groups;
 R² is -P(O)(OR⁴)₂, wherein R⁴ is an H or a C₁-C₁₀ alkyl group that is unsubstituted or substituted with 1 to 4 R¹⁰ groups; and
 R³ is a C₆-C₁₀ aryl or 4-10 membered heteroaryl group unsubstituted or substituted with 1 to 4 R¹⁰ groups;
 wherein each R¹⁰ is independently selected from halo, amino, =O, =S, =NH, cyano, nitro, hydroxyl, -SH, haloalkyl, 2-10 membered heteroalkyl, C₁-C₆ alkoxy, C₁-C₁₀ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -C(O)_jR^a, -OC(O)_jR^d, -OC(O)OC(O)R^d, -OOH, -C(NR^d)NR^bR^c, -NR^dC(NR^e)NR^bR^c, -NR^dC(O)_jR^b, -C(O)NR^bR^c, -C(O)NR^dCOR^b, -OC(O)NR^bR^c, -NR^bR^c, -NR^dOR^c, -C(S)NR^bR^c, -NR^dC(S)NR^bR^c, -NR^dC(O)NR^bR^c, -OSH, -S(O)_jR^b, -OS(O)_jR^b, -SC(O)R^b, -S(O)_jC(O)OR^b, -SCOR^d, -NR^dSR^c, -SR^b, -NHS(O)_jR^b, -COSR^b, -C(O)S(O)_jR^b, -CSR^b, -CS(O)_jR^b, -C(SO)OH, -C(SO)₂OH, -NR^dC(S)R^c, -OC(S)R^b, -OC(S)OH, -OC(SO)₂R^b, -S(O)_jNR^bR^c, -SNR^bR^c, -S(O)NR^bR^c, -NR^dCS(O)_jR^c, -C(O)_j(CH₂)_tNR^d-(4-10 membered heteroaryl), -C(O)_j(CH₂)_tNR^d-(4-10 membered heterocycloalkyl), -(CR^dR^e)_iCN, -(CR^dR^e)_i(C₃-C₁₀ cycloalkyl), -(CR^dR^e)_i(C₆-C₁₀ aryl), -(CR^dR^e)_i(4-10 membered heterocycloalkyl), -(CR^dR^e)_i(4-10 membered heteroaryl), -(CR^dR^e)_qC(O)(CR^dR^e)_i(C₃-C₁₀ cycloalkyl), -(CR^dR^e)_qC(O)(CR^dR^e)_i(C₆-C₁₀ aryl), -(CR^dR^e)_qC(O)(CR^dR^e)_i(4-10 membered heterocycloalkyl), -(CR^dR^e)_qC(O)(CR^dR^e)_i(4-10 membered heteroaryl), -(CR^dR^e)_iO(CR^dR^e)_q(C₃-C₁₀ cycloalkyl), -(CR^dR^e)_iO(CR^dR^e)_q(C₆-C₁₀ aryl), -(CR^dR^e)_iO(CR^dR^e)_q(4-10 membered heterocycloalkyl), -(CR^dR^e)_iO(CR^dR^e)_q(4-10 membered heteroaryl), -(CR^dR^e)_qSO₂(CR^dR^e)_i(C₃-C₁₀ cycloalkyl), -(CR^dR^e)_qSO₂(CR^dR^e)_i(C₆-C₁₀ aryl), -(CR^dR^e)_qSO₂(CR^dR^e)_i(4-10 membered heterocycloalkyl), and -(CR^dR^e)_qSO₂(CR^dR^e)_i(4-10 membered heteroaryl), wherein R^a is selected from the group consisting of halo, hydroxyl, -NR^dR^e, C₁-C₁₀ alkyl, haloalkyl, C₁-C₆ alkoxy, R^b and R^c are independently selected from H, C₁-C₁₀ alkyl, -(CR^dR^e)_i(C₃-C₁₀ cycloalkyl), -(CR^dR^e)_i(C₆-C₁₀ aryl), -(CR^dR^e)_i(4-10 membered heterocycloalkyl), and -(CR^dR^e)_i(4-10 membered heteroaryl), R^d and R^e are independently H or

- C_1 - C_6 alkyl, j is an integer from 0 to 2, q and t are each independently an integer from 0 to 5, and 1 or 2 ring carbon atoms of the cyclic moieties of the foregoing R^{10} groups are unsubstituted or substituted with $=O$, and the alkyl, alkenyl, alkynyl, aryl and cyclic moieties of the foregoing R^{10} groups are unsubstituted or substituted with 1 to 3 substituents independently selected from halo, $=O$, cyano, nitro, $-(CR^dR^e)_tCN$, haloalkyl, 2-10 membered heteroalkyl, $-OR^b$, $-C(O)_jR^b$, $-NR^dC(O)R^b$, $-C(O)NR^bR^c$, $-NR^bR^c$, $-NR^bOR^c$, $-NR^dC(O)_jNR^bR^c$, $-NR^dC(O)_jR^bR^c$, $-OC(O)_jR^b$, $-OC(O)NR^bR^c$, $-SR^d$, C_1 - C_{10} alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, $-(CR^dR^e)_t(C_3$ - C_{10} cycloalkyl), $-(CR^dR^e)_t(C_6$ - C_{10} aryl), $-(CR^dR^e)_t(4$ -10 membered heterocycloalkyl), $-(CR^dR^e)_t(4$ -10 membered heteroaryl), $-(CR^dR^e)_t(C_6$ - C_{10} aryl)-(C_1 - C_6 alkyl); and wherein t , R^b , R^c , R^d , R^e are as defined above.

6. A compound selected from the group consisting of:







5 or a pharmaceutically acceptable salt thereof.

7. A pharmaceutical composition comprising: a therapeutically effective amount of an agent selected from the group consisting of compounds, prodrugs, metabolites, and salts as defined in claim 1; and a pharmaceutically acceptable carrier.

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8. A method of treating a mammalian disease condition mediated by PIN1 activity, comprising administering to a mammal in need thereof a therapeutically effective amount of a compound, pharmaceutically acceptable prodrug, pharmaceutically active metabolite, or pharmaceutically acceptable salt as defined in claim 1.

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9. A method according to claim 8, wherein the mammalian disease condition is associated with hypertension, inappropriate cell proliferation, infectious diseases, or neurodegenerative brain disorders.